

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
: **(Jointly Administered)**
Debtors.¹ :
-----X

**AFFIDAVIT AND DISCLOSURE STATEMENT OF
CURTIS SOBEL, ESQ.
ON BEHALF OF SOBEL PEVZNER, LLC**

STATE OF NEW YORK)
) s.s.:
COUNTY OF SUFFOLK)

Curtis Sobel, Esq., being duly sworn, upon his oath, deposes and says as follows:

1. I am the Managing Member of Sobel Pevzner, LLC, located at 30 Vesey Street, New York, N.Y. 10007 and 464 New York Avenue, Huntington, N.Y. 11743 (the “Firm”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following: The OCP will provide the legal services of outside counsel in the defense of the debtor in regard to personal injury and other and various types of civil litigation including but not limited to the preparation of Answers, Discovery Demands, and conduct of all necessary court proceedings in the defense of civil litigation brought against the Debtor. In regard to prepetition claims and suits, the firm will provide legal services in the development and implementation of a Claims Resolution Procedure including the development of a Claims Questionnaire, negotiation and resolution of prepetition claims, mediation and arbitration of pre-petition claims warranting same, continued defense of prepetition claims where the plaintiff wishes to file a lift stay motion and proceed solely against insurance coverage including all ancillary and necessary legal and paralegal services.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such

person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

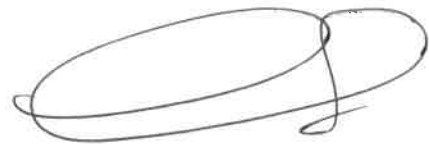
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm approximately \$187,402.82 in respect of prepetition services rendered to the Debtors.

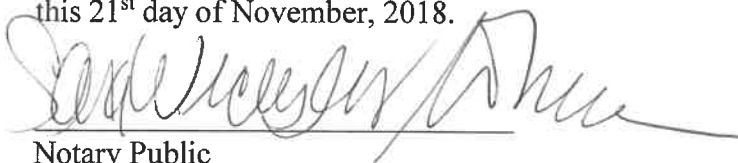
8. The Firm has concluded all necessary further inquiries regarding its retention by any creditors of the Debtors, or at any time during the period of its employment, and has cleared any potential conflicts and can confirm that there exist no conflicts in regard to the appointment of the Firm as an OCP.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on November 21, 2018, at their offices located at 464 New York Avenue, Huntington, N.Y. 11743



CURTIS SOBEL

Sworn to and subscribed before me
this 21st day of November, 2018.



Notary Public

SARA WECHSLER COHEN
Notary Public, State of New York
No. 01CO4514011
Qualified in Suffolk County
Commission Expires July 31, 2021

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SOUTHERN DISTRICT OF NEW YORK**

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

SOBEL PEVZNER, LLC.

30 Vesey Street, New York, N.Y. 10007

464 New York Avenue, Huntington, N.Y. 11743

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2. Date of retention: May 1, 2017

3. Type of services to be provided:

Defending the debtor's interests in various types of civil litigation including but not limited to general liability, product liability, personal injury and other and varied civil litigation. The firm also anticipates developing, administering and seeking approval of the Claims Resolution Process and Procedures for all pre-petition cases substantially similar to the bundle of services provided by the Company for other similarly situated debtors in chapter 11 cases.

4. Brief description of services to be provided:

The OCP will provide the typical services of outside counsel in the defense of the debtor in regard to personal injury and other and various types of civil litigation including but not limited to the preparation of Answers, Discovery Demands, and conduct of all necessary court proceedings in the defense of civil litigation brought against the Debtor. In regard to prepetition claims, the firm will provide legal services in the development and implementation of a Claims Resolution Procedure including the development of a Claims Questionnaire, negotiation and resolution of prepetition claims, mediation and arbitration of pre-petition claims warranting same, continued defense of prepetition claims where the plaintiff wishes to file a lift stay motion and proceed solely against insurance coverage including all ancillary and necessary legal and paralegal services.

5. Arrangements for compensation (hourly, contingent, etc.):

(a) Average hourly rate (if applicable): \$165 per hour.

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

Forty Five Thousand Dollars (\$45,000.00)

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ 187,402.82

Date claim arose: October 15, 2018

Nature of claim: Legal Services

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: NOT APPLICABLE

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

NONE

9. Name and title of individual completing this form:

CURTIS SOBEL, Esq. Managing Member of Sobel Pevzner, LLC

Dated: November 21, 2018